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STATE OF TENNESSEE

Office of the Attorney General



ROBERT E. COOPER, JR.
ATTORNEY GENERAL AND REPORTER

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BILL YOUNG SOLICITOR GENERAL

DATE FILED: 07/08/2013

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DOC #:

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June 28, 2013

By e-mail: Furman NYSDChambers@nysd.uscourts.gov

The Honorable Jesse M. Furman United States District Judge United States District Court, Southern District of New York Thurgood Marshall United States Courthouse 40 Foley Square New York, New York 10007

Re:

LUCY HONEY HAYNES

CHIEF DEPUTY ATTORNEY GENERAL

LAWRENCE HARRINGTON

CHIEF POLICY DEPUTY

In re Standard & Poor's Rating Agency Litigation,

No. 13-MD-2446 (JMF)

Designation of Lead and Liaison Counsel

This Document Relates to All Actions

Dear Judge Furman:

I write to the Court on behalf of the plaintiffs, the Attorneys General of Arizona, Arkansas, Colorado, Delaware, the District of Columbia, Idaho, Iowa, Maine, Mississippi, Missouri, North Carolina, Pennsylvania, South Carolina, Tennessee and Washington (collectively, the "States") as proposed lead counsel pursuant to Your Honor's June 12, 2013 Order.

The States have conferred and, by unanimous consensus, respectfully request that the Court designate Olha N.M. Rybakoff of the Tennessee Attorney General's Office as Lead Counsel and Gregory C. Strong of the Delaware Department of Justice as Liaison Counsel in the above-referenced action.

We attach with this letter, the Curriculum Vitae and Certificates of Good Standing for Ms. Rybakoff (Exhibit A) and Mr. Strong (Exhibit B).

The States thank the Court for its time and consideration of this matter and respectfully request that the Court endorse the unanimous selection of Olha N.M. Rybakoff as Lead Counsel and Gregory C. Strong as Liaison Counsel in the above-referenced action.

Respectfully submitted,

Olha M.M. Rybako

Proposed Lead Counsel for the States

Gregory C. Strong

Proposed Liaison Counsel for the States

Enclosure: Curriculum Vitae and Certificates of Good Standing

For Ms. Rybakoff and Mr. Strong

cc: All Counsel of Record (by electronic mail)

SO ORDERED.

Jesse M. Furman

United States District Judge

July 8, 2013

Exhibit A

Olha N.M. Rybakoff

Office of the Tennessee Attorney General 425 5th Avenue North ◆ Nashville, TN 37243 olha.rybakoff@ag.tn.gov ◆ (615) 532-2590

Relevant Experience:

Office of the Tennessee Attorney General, Nashville, TN Senior Counsel, Consumer Advocate and Protection Division

April 2005 – Present

Serve as first chair in multiple complex consumer protection enforcement cases in state and federal court. Handle numerous regional and national multistate enforcement cases and sweeps requiring coordination with state consumer protection counterparts and often federal agencies. Obtain significant restitution recoveries for victims of predatory lending, telemarketing fraud, deceptive internet sales, deceptive advertising, and prescription drug/pharmacy card scams.

Delaware Department of Justice, Wilmington, DE Director, Consumer Protection Unit Deputy Attorney General, Consumer Protection Unit

1999 – April 2005 August 1997 - 1999

As Director, managed civil and criminal consumer protection enforcement division and consumer complaint clearinghouse. Served as first chair in multiple complex consumer protection enforcement cases in state courts. Obtained significant restitution recoveries for consumer victims of unfair and deceptive trade practices.

Connolly, Bove, Lodge & Hutz, Wilmington, DE *Attorney*

1983 - 1996

Handled intellectual property, general and commercial litigation cases as plaintiff's and defense counsel in various state and federal courts in Delaware and throughout the country.

Bar Admissions:

Delaware Supreme Court (1984)

United States District Court for the District of Delaware (1985)

United States Supreme Court (1991)

United States Court of Appeals for the Third Circuit (1991)

Tennessee Supreme Court (2005)

United States Court of Appeals for the Sixth Circuit (2008)

United States District Court for the Middle District of Tennessee (2007)

United States District Court for the Eastern District of Tennessee (2012)

Education:

William Mitchell College of Law, St. Paul, Minnesota, J.D. (1984) College of St. Catherine, St. Paul, Minnesota, B.A. (1981)

Relevant Consumer Protection Enforcement Litigation

State of Tennessee v. Mountain Area Communications, et al., No. 2:12-cv-00053 (E.D. Tenn.) (telemarketing fraud enforcement action)

Federal Trade Commission and State of Tennessee v. United States Benefits, LLC, et al., No. 3:10-cv-00733 (M.D. Tenn.) (telemarketing fraud enforcement action)

State of Tennessee v. Britlee, Inc., et al., No. 3:07-cv-00988 (M.D. Tenn.); State of Tennessee v. Britlee, Inc., et al., No. 3:05-cv-00846 (M.D. Tenn.); and State of Tennessee v. Britlee, Inc., No. 50500795 (Montgomery County Cir. Ct.) (enforcement action against predatory lenders targeting military which included two removals and successful remands to state court)

State of Tennessee v. Consumer Depot, LLC, et al., No. (Davidson County Cir. Ct.) (Internet fraud enforcement action)

Lorillard Tobacco Co. v. American Legacy Foundation, No. 579, 2005 (Del. Sup. Ct.) (represented 34 states submitting amici curiae brief in private tobacco case)

State of Delaware, ex rel. Brady v. Pettinaro Enterprises, C.A. No. 297-N (Del. Ch. Ct.) (unfair and deceptive construction and real estate development practices)

Consumer Protection Div., Office of the Attorney General v. Nanticoke Homes, Inc., 1:02-cv-1670 (Del. Bankr. Ct.) (represented Maryland in consumer protection bankruptcy appeal)

State of Delaware, ex rel. Brady v. Wellington Homes, Inc., C.A. No. 99C-09-168-JTV (Del. Super. Ct.) (unfair and deceptive construction and real estate development enforcement action)

State of Delaware, ex rel. Brady v. 3-D Auto World, C.A. No. 98C-02-275-WTQ (Del. Ch. Ct.) (auto dealer predatory lending enforcement action)

State of Delaware, ex rel. Brady v. Publishers Clearing House, C.A. No. 17756 (Del. Ch. Ct.) (unfair and deceptive sweepstakes promotion multistate litigation)

State of Delaware, ex rel. Brady v. Preferred Florist Network, Inc., C.A. No. 18250 (Del. Ch. Ct.) (unfair and deceptive advertising enforcement action)

Supreme Court of the United States OFFICE OF THE CLERK WASHINGTON, D. C. 20543



OLHA NATALIA MARIA RYBAKOFF OF WILMINGTON, DE

was duly admitted and qualified as an Attorney and Counselor for the Supreme Court of the United States on the sixteenth day of August, in the year one thousand nine hundred and ninety-one, and is now a member of the Bar of this Court in good standing.

In testimony, whereof, as Clerk of said Court, I have hereunto set my hand and affixed the seal of said Court, at the City of Washington, this twenty-fourth day of June 2013.

William K. Suter
Clerk of the Supreme Court
of the United States

Λ

By

Assistant Admissions Officer

UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT CERTIFICATE OF GOOD STANDING

I, MARCIA M. WALDRON, Clerk of the United States Court of Appeals for the Third Circuit, do hereby certify that **Olha N.M. Rybakoff** was admitted to practice before this Court as an attorney and counselor on **May 29, 1991** and he or she has never been suspended nor disbarred, and is presently a member of the bar of this Court in good standing.

I DO FURTHER CERTIFY that there are no grievances or complaints pending before the Disciplinary Committee of this Court against said attorney and counselor.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Court, at Philadelphia, this 21st day of June 2013.

MARCIA M. WALDRON, Clerk United States Court of Appeals For the Third Circuit

By:

Patricia S. Dodszuweit Chief Deputy Clerk

UNITED STATES COURT OF APPEALS FOR THE SIXTH CIRCUIT

TO ALL WHOM IT MAY CONCERN, GREETINGS:

THIS IS TO CERTIFY THAT

OLHA N.M. RYBAKOFF,

OF NASHVILLE, STATE OF TENNESSEE,
WAS ON MOTION, FIRST MADE TO THE COURT ON HIS BEHALF, DULY
ADMITTED AND QUALIFIED AS AN ATTORNEY AND COUNSELOR OF
THE UNITED STATES COURT OF APPEALS FOR THE SIXTH CIRCUIT ON
THE 29th DAY OF APRIL, IN THE YEAR OF OUR LORD TWO THOUSAND
AND EIGHT, AND THAT HE, IS NOW IN GOOD STANDING.



In Testimony Whereof, I Deborah Hunt, Clerk of said Court, have hereunto set my hand and affixed the seal of the said Court, at the City of Cincinnati, Ohio this 21st day of June in the year of our Lord two thousand and thirteen.

Deborah S. HuntClerk, United States Court of Appeals for the Sixth Circuit

Ken Loomis Deputy Clerk AO 136 Certificate of Good Standing (Delaware, Rev. 2/99)

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF GOOD STANDING

I, JOHN A. CERINO, Clerk of the United States District Court for the District of Delaware,

DO HEREBY CERTIFY THAT

Ohla N.M. Rybakoff, Esq., Delaware Bar I.D. # 2337,

was duly admitted to practice in said Court

on April 1st, 1985

and is in good standing as a member of the bar of this Court.

Dated at Wilmington, Delaware

JOHN A. CERINO, Clerk, U.S. District Court

on the 21st day of June, 2013

Deputy Clerk

(Seal of the Court)



CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA

} ss.

MIDDLE DISTRICT OF TENNESSEE

I, **KEITH THROCKMORTON**, Clerk of the United States District Court for the Middle District of Tennessee,

DO HEREBY CERTIFY That OLHA N. M. RYBAKOFF was duly admitted to practice in said Court on October 31, 2007, and is in good standing as a member of the bar of said Court.

Dated at Nashville, Tennessee on June 21st, 2013.



KEITH THROCKMORTON, CLERK

Deputy Clerk

UNITED STATES DISTRICT COURT Eastern District of Tennessee

CERTIFICATE OF GOOD STANDING

I, Debra C. Poplin, Clerk of the Eastern District of

Tennessee, certify that

Olha Natalia Maria Rybakoff

was duly admitted to practice in this Court
on May 14, 2012, and is in good standing as a member
of the Bar of this Court.

Dated at Chattanooga, Tennessee on June 21, 2013.

Debra C. Poplin, Clerk

Deputy Plerk

SUPREME COURT OF THE STATE OF DELAWARE

CERTIFICATE OF GOOD STANDING

The Clerk of the Supreme Court of the State of Delaware, the highest Court in the State, certifies that Olha N. M. Rybakoff was admitted to practice as an attorney in the Courts of this State on **December 12, 1984** and is an **active** member of the Bar of the Supreme Court of the State of Delaware in good standing.

IN TESTIMONY WHEREOF,

I have hereunto set my hand and affixed the seal of said Court at Dover this 19th day of June 2013.

Cathy L. Howard

Clerk of the Supreme Court



CLERK OF THE SUPREME COURT STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that OLHA NATALIA MARIA RYBAKOFF is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: September 6, 2005

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 20th day of June, 2013.

Michael W. Catalano, Clerk

By Donna Ilnoce D.C.

Exhibit B

Gregory C. Strong

Professional Experience

Delaware Department of Justice, Wilmington, DE

Director of Consumer Protection Unit

July 2012 – Present

Supervise and manage thirty two employees, including 8 attorneys and 10 investigators.

Responsible for strategic planning and resource allocation.

Prosecute or litigate consumer fraud actions in Delaware Superior Court and administratively.

Work in conjunction with other state consumer protection agencies on NAAG multistate investigations.

Securities Commissioner

<u>December 2011 – June 2012</u>

Supervised and managed twelve employees, including 2 attorneys and 4 investigators.

Responsible for strategic planning and resource allocation.

Securities Division

January 2008 – November 2011

Securities regulation and enforcement. Supervised securities investigations to determine criminal or administrative violations of the Delaware Securities Act.

Represented the interests of the State of Delaware in a major civil litigation involving a request for judicial approval of a settlement resolving claims related to the securitization of residential mortgages.

Successfully litigated multiple cases with major broker dealers and investment advisors resulting in the payment of substantial fines and penalties to the State of Delaware.

Led Delaware's auction rate securities enforcement and settlement efforts, and participated in NASAA auction rate securities multi-state task force.

Secured guilty pleas or guilty verdicts as lead trial attorney in several criminal securities prosecutions involving racketeering and securities fraud.

2010 Distinguished Employee Award - Fraud and Consumer Protection Division.

Criminal Division

September 2003 – December 2007

Lead attorney in more than 30 jury trials in the Delaware Superior Court and numerous bench trials in Superior, Common Pleas and Family Courts.

Specially assigned to prosecute financial crimes.

Obtained guilty verdict as lead attorney in three week trial of a contractor fraud prosecution.

Obtained guilty verdict and delivered closing argument as second chair attorney in capital murder trial involving a double homicide, *State of Delaware v. Ronald Hankins*.

Delivered closing arguments for prosecution team in the simultaneous homicide trials of two co-defendants before two juries.

Bar Admissions

Delaware; District of Delaware; Pennsylvania (inactive).

Education

Temple University: Beasley School of Law and Fox School of Business, Philadelphia, PA

J.D. and M.B.A., May 2003

Dean's Certificate of Excellence

Honors Temple University Beasley School of Law First Year Scholar Award

Law School Dean's Honors List - Spring 2001, Fall 2002

Distinguished Class Performance in Property and Securities Regulation

Activities Member - Political and Civil Rights Law Review

Member - Temple L.E.A.P. Community Outreach and Philadelphia Futures Programs

Teaching Assistant - Integrated Transactional Program

Lehigh University, Bethlehem, PA

B.S., Finance, June 1999

Additional Experience

SEI Investments, Wayne, PA

August 1999 - August 2000

Investment Accountant

Assigned responsibility for daily accounting, reconciliation of cash accounts, and verification of bond yields for fixed income mutual funds.

Honors

Above and Beyond Award recipient - May and June 2000

REPRESENTATIVE MATTERS LIST

Case Name	Causes of Action	Role/Specific Responsibilities
In the matter of the Bank of	Judicial approval of a	Lead attorney representing the interests of
New York Mellon, et al., for an	proposed settlement	the State of Delaware. Responsible for all
order pursuant to C.P.L.R. §	resolving claims	phases of the litigation, including all court
7701, seeking judicial	related to the	appearances and oral arguments.
instructions and approval of a	securitization of	appearances and oral arguments.
proposed settlement., Index	residential mortgages.	
No. 651786/2011	residential mortgages.	
In the matter of the Bank of	Judicial approval of a	Lead attorney representing the interests of
New York Mellon, et al., for an	proposed settlement	the State of Delaware. Responsible for all
order pursuant to C.P.L.R. §	resolving claims	phases of the litigation, including all court
7701, seeking judicial	related to the	appearances and oral arguments.
instructions and approval of a	securitization of	Responsible for correspondence with the
proposed settlement., No. 1-11	residential mortgages.	Court.
cv 05988 (WHP) S.D.N.Y.		
In the Matter of Thomas A.	Securities Fraud and	Lead attorney responsible for all phases of
Guido, Securities Case No. 09-	related securities act	litigation including: drafting administrative
01-01 Before the Securities	violations	complaint, discovery, developing litigation
Commissioner of the State of	,1014610115	and trial strategy, trial preparation, and
Delaware		settlement negotiations.
Belaware		settlement negotiations.
In the Matter of E*Trade	Failure to Supervise	Lead attorney responsible for supervising
Securities LLC, Securities Case	Sale of Auction Rate	investigation and all phases of litigation
No. 08-08-01 Before the	Securities	including: developing litigation and trial
Securities Commissioner of the		strategy, conducting settlement
State of Delaware		negotiations, and drafting consent order.
In the Matter of Deutsche Bank	Dishonest and	Lead Delaware attorney responsible for
Securities LLC, Securities Case	Unethical Conduct and	coordinating investigation with the New
No. 09-07-01 Before the	Failure to Supervise	Jersey Bureau of Securities and NASAA
Securities Commissioner of the	related to the Sale of	ARS task force. Responsible for all phases
State of Delaware	Auction Rate	of litigation including: developing
	Securities	litigation and trial strategy, conducting
		settlement negotiations, and drafting
		consent order.
In the Matter of Wilmington	Securities Fraud	Lead attorney responsible for all phases of
Trust Company, Inc. and		litigation including: review of previously
Darren Jordan, Securities Case		filed administrative complaint, discovery,
No. 06-03-02 Before the		developing litigation and trial strategy, trial
Securities Commissioner of the		
		preparation, and settlement negotiations.
State of Delaware <i>State of Delaware v. Thomas</i>	Criminal	Lead attorney responsible for all phases of
v		
Dolby, Id. No. 1005012749,	Racketeering,	litigation including: drafting indictment,
Del. Super. (Parkins, J.)	Securities Fraud	discovery, developing litigation and trial
		strategy, trial preparation, and plea
		negotiations.

State of Delaware v. Jamaar Manlove, et al., Id. No. 1001020628, Del. Super. (Silverman, J.)	Criminal Racketeering, Theft and related criminal charges	Lead attorney responsible for all phases of litigation including: drafting indictment, discovery, developing litigation and trial strategy, trial preparation, plea negotiations, and conducting the entire trial.
State of Delaware v. Terrel Alexander, et al., Id. No. 1007005021, Del. Super. (Witham, J.)	Securities Fraud, Theft and related criminal charges	Lead attorney responsible for all phases of litigation including: drafting indictment, discovery, developing litigation and trial strategy, trial preparation, and plea negotiations.
State of Delaware v. Paul Zugehoer, Id. No. 0611012475, Del. Super. (Ableman, J.)	Home Improvement Fraud	Lead attorney responsible for all phases of litigation including: drafting indictment, discovery, developing litigation and trial strategy, trial preparation, plea negotiations, and conducting the entire trial.
State of Delaware v. Tyrone Anderson; State of Delaware vs. Isaiah Cleveland, Id. Nos. 0804031734 and 0804031043, Del. Super. (Carpenter, J.)	Murder First Degree and related criminal charges	Second chair attorney jointly responsible for all phases of litigation. Conducted direct examination of witnesses, cross examined defense witnesses and delivered the closing arguments in both cases. Matter involved the simultaneous trial of codefendants before two juries.
State of Delaware v. Ronald Hankins, Id. No. 0603026103, Del. Super. (Toliver, J.)	Murder First Degree and related criminal charges	Second chair attorney jointly responsible for all phases of litigation. Conducted direct examination of witnesses, cross examined defense witnesses and delivered the closing arguments in both the guilt and penalty phases of the trial.

AO 136 Certificate of Good Standing (Delaware, Rev. 2/2013)

UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF GOOD STANDING

I, John A. Cerino, Clerk of the United States District Court for the District of Delaware,

DO HEREBY CERTIFY THAT

Gregory C. Strong, Delaware Bar I.D. No. 4664,

was duly admitted to practice in said Court

on the 19th day of April, 2013,

and is in good standing as a member of the bar of this Court.

Dated at Wilmington, Delaware

on the 19th day of June, 2013

JOHN A. CERINO, Clerk, U.S. District Court

Deputy Clerk

(Seal of the Court)

SUPREME COURT OF THE STATE OF DELAWARE

CERTIFICATE OF GOOD STANDING

The Clerk of the Supreme Court of the State of Delaware, the highest Court in the State, certifies that **Gregory C. Strong** was admitted to practice as an attorney in the Courts of this State on **May 24, 2005**, and is an *active* member of the Bar of the Supreme Court of the State of Delaware in good standing.

IN TESTIMONY WHEREOF,

I have hereunto set my hand and affixed the seal of said Court at Dover this 19th day of June 2013.

Cathy L. Howard

Clerk of the Supreme Court

